

**Burnet R. Maybank, III**  
Member  
Admitted in SC

September 9, 2014

**VIA ELECTRONIC FILING**

Jocelyn Boyd, Esquire  
Chief Clerk and Administrator  
South Carolina Public Service Commission  
101 Executive Center Drive  
Columbia, SC 29210

**Re: DOCKET NO. 2014-363-C – Application of Talk America Services, LLC for a Certificate of Public Convenience and Necessity to Operate as a Competitive Local Exchange and Long Distance Carrier in Those Areas of the State of South Carolina Where the Windstream (WIN) Companies are Currently Authorized and for Approval of the Transfer of Residential Local and Long Distance Customers of the WIN Companies to Talk America Services, LLC**

Charleston

Charlotte

**Columbia**

Greensboro

Greenville

Hilton Head

Myrtle Beach

Raleigh

Dear Ms. Boyd:

In its Application to the Public Service Commission filed August 28, 2014, Windstream seeks certification of Talk America Services, LLC (“TAI”) and approval of the transfer of certain customers to TAI. As described in the Application, TAI is a subsidiary of Communications Sales & Leasing, Inc. (“CSL”), which was described as a “newly formed Delaware corporation” in Paragraph 5.

Since filing the Application, CSL has transferred its state of incorporation from Delaware to Maryland. This transfer was accomplished last week by first incorporating a Maryland corporation with the identical name, and then merging CSL, a Delaware entity, with that Maryland entity. The Maryland entity is the surviving corporation.

1230 Main Street  
Suite 700 (29201)  
PO Drawer 2426  
Columbia, SC 29202  
www.nexsenpruet.com

**T** 803.540.2048  
**F** 803.253.8277  
**E** BMaybank@nexsenpruet.com  
Nexsen Pruet, LLC  
**Attorneys and Counselors at Law**

Jocelyn Boyd, Esquire  
September 9, 2014  
Page 2

While we do not believe this transaction substantively affects the above-referenced Application, we have enclosed the relevant filings from Maryland and Delaware which document the incorporation and merger. Please let me know if you need additional information regarding these transactions.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Burnet R. Maybank, III". The signature is fluid and cursive, with the first name "Burnet" being more prominent.

Burnet R. Maybank, III

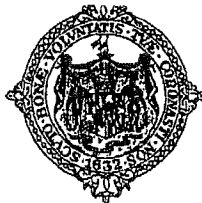
Enclosures

cc: Dukes Scott (via email – [Dukes.Scott@regstaff.sc.gov](mailto:Dukes.Scott@regstaff.sc.gov))  
Nanette Edwards (via email – [nsedwar@regstaff.sc.gov](mailto:nsedwar@regstaff.sc.gov))

MARYLAND FILING RE: INCORPORATION OF CSL

State of Maryland  
**Department of  
Assessments and Taxation**

Charter Division



Governor

Robert E. Young  
Director

Paul B. Anderson  
Administrator

Date: 09/04/2014

THE CORPORATION TRUST INCORPORATED  
351 W CAMDEN ST  
BALTIMORE MD 21201-7912

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : COMMUNICATIONS SALES & LEASING, INC.  
DEPARTMENT ID : D16055006  
TYPE OF REQUEST : ARTICLES OF INCORPORATION  
DATE FILED : 09-04-2014  
TIME FILED : 11:15 AM  
RECORDING FEE : \$100.00  
ORG. & CAP FEE : \$20.00  
EXPEDITED FEE : \$445.00  
COPY FEE : \$24.00  
FILING NUMBER : 1000362006918694  
CUSTOMER ID : 0003136875  
WORK ORDER NUMBER : 0004353455

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

Charter Division  
Baltimore Metro Area (410) 767-1350  
Outside Metro Area (888) 246-5941

ENTITY TYPE: ORDINARY BUSINESS - STOCK  
STOCK: Y  
CLOSE: N  
EFFECTIVE DATE: 09-04-2014  
PRINCIPAL OFFICE: THE CORPORATION TRUST INCORPORATED  
351 WEST CAMDEN STREET  
BALTIMORE MD 21201-7912  
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED  
351 WEST CAMDEN STREET  
BALTIMORE MD 21201-7912

**COMMUNICATIONS SALES & LEASING, INC.**

**ARTICLES OF INCORPORATION**

**ARTICLE I**

**INCORPORATOR**

The undersigned, Mary Keogh, whose address is c/o Skadden Arps Slate Meagher & Flom LLP, 920 N. King Street, Wilmington, Delaware 19801, being at least 18 years of age, does hereby form a corporation under the general laws of the State of Maryland.

**ARTICLE II**

**NAME**

The name of the corporation (the "Corporation") is Communications Sales & Leasing, Inc.

**ARTICLE III**

**PURPOSE**

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Maryland as now or hereafter in force.

**ARTICLE IV**

**PRINCIPAL OFFICE IN STATE AND RESIDENT AGENT**

The address of the principal office of the Corporation in the State of Maryland is c/o The Corporation Trust Incorporated, 351 West Camden Street, Baltimore, MD 21201. The name of the resident agent of the Corporation in the State of Maryland is The Corporation Trust Incorporated, whose post address is 351 West Camden Street, Baltimore, MD 21201. The resident agent is a Maryland corporation. ✓

**ARTICLE V**

**DIRECTORS**

The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of directors of the Corporation initially shall be two (2), which number may be increased or decreased only by the Board of Directors pursuant to the

**STATE OF MARYLAND**  
I hereby certify that this is a true and complete copy of the  
page document on file in this office. DATED: 9-4-94  
**STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:**  
BY: Kimberly V. Jones Custodian  
This stamp replaces our previous certification system. Effective 6/99

Bylaws. The names of the directors who shall serve until the first annual meeting of stockholders and until their successors are duly elected and qualify are:

Francis X. Frantz

Anthony W. Thomas

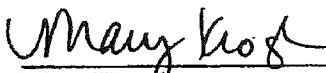
These directors may increase the number of directors and may fill any vacancy, whether resulting from an increase in the number of directors or otherwise, on the Board of Directors in the manner provided in the Bylaws.

## ARTICLE VI

### STOCK

The Corporation has authority to issue 100 shares of Common Stock, \$0.01 par value per share. The aggregate par value of all authorized shares of stock having par value is \$1.00.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and  
acknowledge the same to be my act on this 4<sup>th</sup> day of September, 2014.

  
\_\_\_\_\_  
Mary Keogh  
Incorporator





**Wolters Kluwer**  
Corporate Legal Services

**CT Corporation**

351 West Camden Street  
Baltimore, MD 21201

410 539 2837 tel  
410 332 1178 fax  
[www.ctcorporation.com](http://www.ctcorporation.com)

**The Corporation Trust Incorporated hereby consents  
to act as resident agent in Maryland for the entity  
named in the attached document.**

**The Corporation Trust Incorporated**

*Stephanie Butterfield, Asst. Secretary*  
**Stephanie Butterfield, Asst. Secretary**

# CORPORATE CHARTER APPROVAL SHEET

**\*\* EXPEDITED SERVICE \*\***

**\*\* KEEP WITH DOCUMENT \*\***

CUMENT CODE 02 BUSINESS CODE 03

se \_\_\_\_\_ Stock ☒ Nonstock \_\_\_\_\_

Religious \_\_\_\_\_

rging (Transferor) \_\_\_\_\_

viving (Transferee) \_\_\_\_\_

## FEES REMITTED

Base Fee: 100  
Org. & Cap. Fee: 22  
Expedite Fee: 95  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
1 Certified Copies \_\_\_\_\_  
Copy Fee: 24  
Certificates \_\_\_\_\_  
Certificate of Status Fee: \_\_\_\_\_  
Personal Property Filings: \_\_\_\_\_  
Mail Processing Fee: \_\_\_\_\_  
Other: \_\_\_\_\_

TOTAL FEES: 589

edit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ Checks

proved By: 9

yed By: \_\_\_\_\_

OMMENT(S):

File 1<sup>st</sup>

Affix Barcode Label Here

Affix Barcode Label Here

New Name \_\_\_\_\_

Change of Name  
Change of Principal Office  
Change of Resident Agent  
Change of Resident Agent Address  
Resignation of Resident Agent  
Designation of Resident Agent  
and Resident Agent's Address  
Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code 007

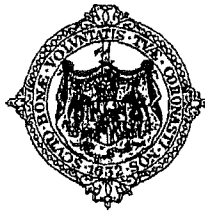
Attention: \_\_\_\_\_

Mail: Names and Address

Stamp Work Order and Customer Number HERE

State of Maryland  
Department of  
Assessments and Taxation

Charter Division



Governor

Robert E. Young  
Director

Paul B. Anderson  
Administrator

Date: 09/04/2014

THE CORPORATION TRUST INCORPORATED  
351 W CAMDEN ST  
BALTIMORE MD 21201-7912

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : COMMUNICATIONS SALES & LEASING, INC.  
DEPARTMENT ID : D16055006  
TYPE OF REQUEST : ARTICLES OF MERGER  
DATE FILED : 09-04-2014  
TIME FILED : 11:16 AM  
RECORDING FEE : \$100.00  
EXPEDITED FEE : \$445.00  
COPY FEE : \$24.00  
FILING NUMBER : 1000362006918785  
CUSTOMER ID : 0003136884  
WORK ORDER NUMBER : 0004353464

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT  
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK  
ORDER NUMBER ON ANY INQUIRIES.

Charter Division  
Baltimore Metro Area (410) 767-1350  
Outside Metro Area (888) 246-5941

ENTITY TYPE: ORDINARY BUSINESS - STOCK  
STOCK: Y  
CLOSE: N  
PRINCIPAL OFFICE: THE CORPORATION TRUST INCORPORATED  
351 WEST CAMDEN STREET  
BALTIMORE MD 21201-7912  
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED  
351 WEST CAMDEN STREET  
BALTIMORE MD 21201-7912

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:

SURVIVOR:

(D16055006) COMMUNICATIONS SALES & LEASING, INC.

MERGED ENTITIES:

COMMUNICATIONS SALES & LEASING, INC. (A DELAWARE CORPORATIO.

EFFECTIVE DATE 09/04/2014 AT 4:00 PM

Effective

9/4/14

at 4:00 PM

ARTICLES OF MERGER

COMMUNICATIONS SALES & LEASING, INC.  
(a Delaware corporation)

WITH AND INTO

COMMUNICATIONS SALES & LEASING, INC.  
(a Maryland corporation)

(Pursuant to Section 3-109 of the Maryland General Corporation Law)

These ARTICLES OF MERGER are entered into on September 4, 2014, by and between Communications Sales & Leasing, Inc., a Delaware corporation (the "Merging Corporation"), and Communications Sales & Leasing, Inc., a Maryland corporation (the "Surviving Corporation"), pursuant to that certain Agreement and Plan of Merger, dated as of September 4, 2014, by and between the Surviving Corporation and the Merging Corporation (the "Merger Agreement").

THIS IS TO CERTIFY TO THE STATE DEPARTMENT OF ASSESSMENTS AND  
TAXATION OF THE STATE OF MARYLAND THAT:

**FIRST:** The Merging Corporation and the Surviving Corporation agree that the Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger"). The terms and conditions of the Merger and the mode of carrying the Merger into effect are as herein set forth in these Articles of Merger.

**SECOND:** The name and state of incorporation of each entity that is a party to these Articles of Merger are as follows:

a) The Merging Corporation is Communications Sales & Leasing, Inc., a corporation incorporated under the laws of the State of Delaware.

b) The Surviving Corporation (which is the successor corporation in the Merger to be effected pursuant to these Articles of Merger) is Communications Sales & Leasing, Inc., a corporation incorporated under the laws of the State of Maryland.

**THIRD:** The Merging Corporation was incorporated on February 26, 2014 under the Delaware General Corporation Law. The Merging Corporation is not registered or qualified to do business in the State of Maryland, does not have a principal office in the State of Maryland and does not own an interest in any real property in the State of Maryland. The principal office of the Surviving Corporation in the State of Maryland is in Baltimore, Maryland.

**FOURTH:** No amendment is made to the Articles of Incorporation of the Surviving Corporation as part of the Merger.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the  
page document on file in this office. DATED: 9-4-14  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:  
BY: [Signature] Custodian  
This stamp replaces our previous certification system. Effective: 6/95

RECEIVED  
2014 SEP - 4 A 11:16  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

**FIFTH:** The total number of shares of stock of all classes that the Merging Corporation has authority to issue is one hundred (100) shares of common stock, \$0.01 par value per share (the "Merging Corporation Common Stock"), for an aggregate par value of \$10.00.

**SIXTH:** The total number of shares of stock of all classes that the Surviving Corporation has authority to issue is one hundred (100) shares of common stock, \$0.01 par value per share (the "Surviving Corporation Common Stock"), for an aggregate par value of \$10.00.

**SEVENTH:** The manner and basis of converting or exchanging the stock of the Merging Corporation into stock of the Surviving Corporation is as follows:

(a) At the Effective Time, by virtue of the Merger, and without any action on the part of the holders thereof, each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be converted into one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation (as successor corporation in the Merger).

(b) At the Effective Time, by virtue of the Merger, and without any action on the part of the holders thereof, each share of capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time, if any, shall be retired and shall cease to exist and no consideration shall be exchanged therefor.

**EIGHTH:** The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by the Merging Corporation in the manner and by the vote required by its Certificate of Incorporation and the laws of the State of Delaware as follows:

(a) The Board of Directors of the Merging Corporation, acting by unanimous written consent on September 4, 2014, by the unanimous vote of the entire Board of Directors, duly authorized and adopted resolutions declaring that the terms and conditions of the Merger were advisable.

(b) The sole stockholder of the Merging Corporation, acting by written consent in lieu of meeting on September 4, 2014, duly authorized and adopted resolutions declaring that the terms and conditions of the Merger were advisable.

**NINTH:** The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by the Surviving Corporation in the manner and by the vote required by its Articles of Incorporation and the laws of the State of Maryland as follows:

(a) The Board of Directors of the Surviving Corporation, acting by unanimous written consent on September 4, 2014, by the unanimous vote of the entire Board of Directors duly authorized and adopted resolutions declaring that the Merger was advisable.

(b) The Surviving Corporation has not received payment for Surviving Corporation Common Stock, and therefore, no vote of stockholders is required pursuant to Section 3-105(a)(5)(ii) of the General Corporation Law of the State of Maryland.

TENTH: These Articles of Merger may be executed in several counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

ELEVENTH: The Merger shall become effective as of 4:00 p.m. Eastern Standard Time on September 4, 2014 (the "Effective Time").





IN WITNESS WHEREOF, on this 4<sup>th</sup> day of September 2014, each party hereto has caused these Articles of Merger to be executed and acknowledged in its name and on its behalf by an authorized officer and attested to by its Secretary; and each authorized officer acknowledges that these Articles of Merger are the act of the party on whose behalf such individual is executing the Articles of Merger, and each authorized officer further acknowledges that, as to all matters or facts set forth herein that are required to be verified under oath, such matters and facts are true in all material respects to the best of his or her knowledge, information and belief, and that this statement is made under the penalties for perjury.

**MERGING CORPORATION**

Attest:

**COMMUNICATIONS SALES &  
LEASING, INC.**

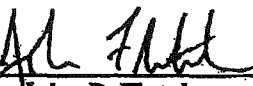
  
\_\_\_\_\_  
Name: John P. Fletcher  
Title: Executive Vice President,  
Secretary & General Counsel

By:   
\_\_\_\_\_  
Name: Anthony Thomas  
Title: Chief Executive Officer

**SURVIVING CORPORATION**

Attest:

**COMMUNICATIONS SALES &  
LEASING, INC.**

  
\_\_\_\_\_  
Name: John P. Fletcher  
Title: Executive Vice President,  
Secretary & General Counsel

By:   
\_\_\_\_\_  
Name: Anthony Thomas  
Title: Chief Executive Officer



# CORPORATE CHARTER APPROVAL SHEET

**\*\* EXPEDITED SERVICE \*\***

**\*\* KEEP WITH DOCUMENT \*\***

AGENT CODE 11 BUSINESS CODE \_\_\_\_\_

Affix Barcode Label Here

\_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

\_\_\_\_\_ Religious \_\_\_\_\_

g (Transferor) Communications  
Sales & Leasing, Inc.

Affix Barcode Label Here

ing (Transferee) DE  
Communications  
Sales & Leasing, Inc.

New Name \_\_\_\_\_

(MI) (D16055006)

## FEES REMITTED

Base Fee: 100  
Org. & Cap. Fee: 445  
Expedite Fee: \_\_\_\_\_  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
Certified Copies: 24  
Copy Fee: \_\_\_\_\_  
Certificates: \_\_\_\_\_  
Certificate of Status Fee: \_\_\_\_\_  
Personal Property Filings: \_\_\_\_\_  
Mail Processing Fee: \_\_\_\_\_  
Other: \_\_\_\_\_

TOTAL FEES: 569

\_\_\_\_\_ Change of Name  
\_\_\_\_\_ Change of Principal Office  
\_\_\_\_\_ Change of Resident Agent  
\_\_\_\_\_ Change of Resident Agent Address  
\_\_\_\_\_ Resignation of Resident Agent  
\_\_\_\_\_ Designation of Resident Agent  
and Resident Agent's Address  
\_\_\_\_\_ Change of Business Code

\_\_\_\_\_ Adoption of Assumed Name

\_\_\_\_\_ Other Change(s)

edit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash \_\_\_\_\_

Code 007

Attention: \_\_\_\_\_

Mail: Names and Address

\_\_\_\_\_ Documents on \_\_\_\_\_ Checks

pproved By: 9

eyed By: \_\_\_\_\_

COMMENT(S):

Effective Date  
9/4/14 at  
4:00 PM

File 2<sup>nd</sup>

Stamp Work Order and Customer Number HERE

DELAWARE FILING RE: MERGER

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"COMMUNICATIONS SALES & LEASING, INC.", A DELAWARE CORPORATION,

WITH AND INTO "COMMUNICATIONS SALES & LEASING, INC." UNDER THE NAME OF "COMMUNICATIONS SALES & LEASING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF SEPTEMBER, A.D. 2014, AT 12:36 O'CLOCK P.M.

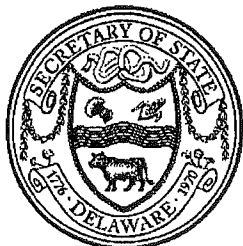
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FOURTH DAY OF SEPTEMBER, A.D. 2014, AT 4 O'CLOCK P.M.

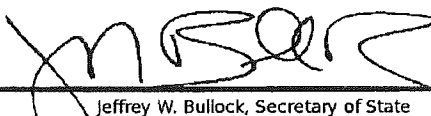
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5597400 8100M

141141099

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1670348

DATE: 09-04-14

CERTIFICATE OF MERGER  
OF  
COMMUNICATIONS SALES & LEASING, INC.  
(a Delaware corporation)

WITH AND INTO

COMMUNICATIONS SALES & LEASING, INC.  
(a Maryland corporation)

---

Pursuant to Section 252 of the General  
Corporation Law of the State of Delaware

---

Communications Sales & Leasing, Inc., a Maryland corporation, does  
hereby certify:

FIRST: The names and jurisdictions of incorporation of the constituent  
corporations to this merger are as follows:

<u>Name</u>	<u>Jurisdiction of Incorporation</u>
Communications Sales & Leasing, Inc.	Maryland
Communications Sales & Leasing, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of September 4,  
2014 (the "Merger Agreement"), by and between Communications Sales & Leasing, Inc.,  
a Maryland corporation, and Communications Sales & Leasing, Inc., a Delaware  
corporation, has been approved, adopted, certified, executed and acknowledged by each of  
the constituent corporations in accordance with Section 252(c) and 228 of the General  
Corporation Law of the State of Delaware and Section 3-105 of the General Corporation  
Law of the State of Maryland. Communications Sales & Leasing, Inc., a Maryland  
corporation, has not received any payment for its stock.

THIRD: The name of the corporation surviving the merger is  
Communications Sales & Leasing, Inc. (the "Surviving Corporation"), a Maryland  
corporation.

FOURTH: The Articles of Incorporation of Communications Sales &  
Leasing, Inc., a Maryland corporation, shall be the Articles of Incorporation of the  
Surviving Corporation.

FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation, at 4001 Rodney Parham Road, Little Rock, Arkansas 72212.

SIXTH: A copy of the Merger Agreement will be provided, upon request and without cost, to any stockholder of either of the constituent corporations.

SEVENTH: This Certificate of Merger shall be effective on September 4, 2014 at 4:00 p.m. Eastern Standard Time.

EIGHTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Communications Sales & Leasing, Inc., as well as for enforcement of any obligation of the Surviving Corporation arising from the merger provided for herein, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed is 4001 Rodney Parham Road, Little Rock, Arkansas 72212.

*[Signature Page Follows]*

IN WITNESS WHEREOF, Communications Sales & Leasing, Inc. has caused this Certificate of Merger to be executed in its corporate name this 4<sup>th</sup> day of September, 2014.

COMMUNICATIONS SALES & LEASING, INC.

By: 

Name: John P. Fletcher

Title: Authorized Officer

MARYLAND FILING RE: ARTICLES OF MERGER

ENTITY TYPE: ORDINARY BUSINESS - STOCK  
STOCK: Y  
CLOSE: N  
PRINCIPAL OFFICE: THE CORPORATION TRUST INCORPORATED  
351 WEST CAMDEN STREET  
BALTIMORE MD 21201-7912  
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED  
351 WEST CAMDEN STREET  
BALTIMORE MD 21201-7912

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:

SURVIVOR:

(D16055006) COMMUNICATIONS SALES & LEASING, INC.

MERGED ENTITIES:

COMMUNICATIONS SALES & LEASING, INC. (A DELAWARE CORPORATIO.

EFFECTIVE DATE 09/04/2014 AT 4:00 PM



Effectiveness  
9/4/14  
at 4:00 PM

ARTICLES OF MERGER

COMMUNICATIONS SALES & LEASING, INC.  
(a Delaware corporation)

WITH AND INTO

COMMUNICATIONS SALES & LEASING, INC.  
(a Maryland corporation)

RECEIVED  
SEP - 11 4 11 15  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

(Pursuant to Section 3-109 of the Maryland General Corporation Law)

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THIS IS TO CERTIFY TO THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND THAT:

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**SECOND:** The name and state of incorporation of each entity that is a party to these Articles of Merger are as follows:

a) The Merging Corporation is Communications Sales & Leasing, Inc., a corporation incorporated under the laws of the State of Delaware.

b) The Surviving Corporation (which is the successor corporation in the Merger to be effected pursuant to these Articles of Merger) is Communications Sales & Leasing, Inc., a corporation incorporated under the laws of the State of Maryland.

**THIRD:** The Merging Corporation was incorporated on February 26, 2014 under the Delaware General Corporation Law. The Merging Corporation is not registered or qualified to do business in the State of Maryland, does not have a principal office in the State of Maryland and does not own an interest in any real property in the State of Maryland. The principal office of the Surviving Corporation in the State of Maryland is in Baltimore, Maryland.

**FOURTH:** No amendment is made to the Articles of Incorporation of the Surviving Corporation as part of the Merger.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the  
page document on file in this office. DATED: 9-4-14  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:  
BY: [Signature] Custodian  
This stamp replaces our previous certification system. Effective: 6/95

**FIFTH:** The total number of shares of stock of all classes that the Merging Corporation has authority to issue is one hundred (100) shares of common stock, \$0.01 par value per share (the "Merging Corporation Common Stock"), for an aggregate par value of \$10.00.

**SIXTH:** The total number of shares of stock of all classes that the Surviving Corporation has authority to issue is one hundred (100) shares of common stock, \$0.01 par value per share (the "Surviving Corporation Common Stock"), for an aggregate par value of \$10.00.

**SEVENTH:** The manner and basis of converting or exchanging the stock of the Merging Corporation into stock of the Surviving Corporation is as follows:

(a) At the Effective Time, by virtue of the Merger, and without any action on the part of the holders thereof, each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be converted into one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation (as successor corporation in the Merger).

(b) At the Effective Time, by virtue of the Merger, and without any action on the part of the holders thereof, each share of capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time, if any, shall be retired and shall cease to exist and no consideration shall be exchanged therefor.

**EIGHTH:** The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by the Merging Corporation in the manner and by the vote required by its Certificate of Incorporation and the laws of the State of Delaware as follows:

(a) The Board of Directors of the Merging Corporation, acting by unanimous written consent on September 4, 2014, by the unanimous vote of the entire Board of Directors, duly authorized and adopted resolutions declaring that the terms and conditions of the Merger were advisable.

(b) The sole stockholder of the Merging Corporation, acting by written consent in lieu of meeting on September 4, 2014, duly authorized and adopted resolutions declaring that the terms and conditions of the Merger were advisable.

**NINTH:** The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by the Surviving Corporation in the manner and by the vote required by its Articles of Incorporation and the laws of the State of Maryland as follows:

(a) The Board of Directors of the Surviving Corporation, acting by unanimous written consent on September 4, 2014, by the unanimous vote of the entire Board of Directors duly authorized and adopted resolutions declaring that the Merger was advisable.

(b) The Surviving Corporation has not received payment for Surviving Corporation Common Stock, and therefore, no vote of stockholders is required pursuant to Section 3-105(a)(5)(ii) of the General Corporation Law of the State of Maryland.

TENTH: These Articles of Merger may be executed in several counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.


ELEVENTH: The Merger shall become effective as of 4:00 p.m. Eastern Standard Time on September 4, 2014 (the "Effective Time"). ✓


IN WITNESS WHEREOF, on this 4<sup>th</sup> day of September 2014, each party hereto has caused these Articles of Merger to be executed and acknowledged in its name and on its behalf by an authorized officer and attested to by its Secretary; and each authorized officer acknowledges that these Articles of Merger are the act of the party on whose behalf such individual is executing the Articles of Merger, and each authorized officer further acknowledges that, as to all matters or facts set forth herein that are required to be verified under oath, such matters and facts are true in all material respects to the best of his or her knowledge, information and belief, and that this statement is made under the penalties for perjury.

**MERGING CORPORATION**

Attest:

**COMMUNICATIONS SALES &  
LEASING, INC.**


  
\_\_\_\_\_  
Name: John P. Fletcher  
Title: Executive Vice President,  
Secretary & General Counsel

By:   
\_\_\_\_\_  
Name: Anthony Thomas  
Title: Chief Executive Officer

**SURVIVING CORPORATION**

Attest:

**COMMUNICATIONS SALES &  
LEASING, INC.**

  
\_\_\_\_\_  
Name: John P. Fletcher  
Title: Executive Vice President,  
Secretary & General Counsel

By:   
\_\_\_\_\_  
Name: Anthony Thomas  
Title: Chief Executive Officer

# CORPORATE CHARTER APPROVAL SHEET

**\*\* EXPEDITED SERVICE \*\***

**\*\* KEEP WITH DOCUMENT \*\***

MENT CODE 11 BUSINESS CODE \_\_\_\_\_

Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Religious \_\_\_\_\_

ing (Transferor) Communications  
Sales & Leasing, Inc.

DE

ving (Transferee) Communications  
Sales & Leasing, Inc.

(MD) (D16055006)

New Name \_\_\_\_\_

## FEES REMITTED

Base Fee: 100  
Org. & Cap. Fee: 445  
Expedite Fee: \_\_\_\_\_  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
Certified Copies: 24  
Copy Fee: \_\_\_\_\_  
Certificates: \_\_\_\_\_  
Certificate of Status Fee: \_\_\_\_\_  
Personal Property Filings: \_\_\_\_\_  
Mail Processing Fee: \_\_\_\_\_  
Other: \_\_\_\_\_

TOTAL FEES: 569

edit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ Checks

pproved By: 9

Keyed By: \_\_\_\_\_

COMMENT(S):

Effective Date  
9/4/14 at  
4:00 PM

File 2<sup>nd</sup>

Affix Barcode Label Here

Affix Barcode Label Here

Change of Name  
Change of Principal Office  
Change of Resident Agent  
Change of Resident Agent Address  
Resignation of Resident Agent  
Designation of Resident Agent  
and Resident Agent's Address  
Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code 007

Attention: \_\_\_\_\_

Mail: Names and Address

Stamp Work Order and Customer Number HERE